

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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March 23, 2001

BY COURIER

Thomas D. Hyde, Esq.
Raytheon Company
141 Spring Street
Lexington, MA 02173

Re: Dennis Donovan

Dear Tom:

I am writing to confirm the agreement between Raytheon and Dennis Donovan regarding Dennis's departure from Raytheon.

While Dennis provided the appropriate 30 days written notice to Raytheon on March 19, 2001, Raytheon and he have mutually agreed that his employment will terminate prior to the expiration of the 30 days, effective at midnight on April 1, 2001, and that Dennis will be free to begin his employment with The Home Depot, Inc. immediately thereafter. Dennis also will be permitted to visit The Home Depot in Atlanta on March 26, 2001 to get acquainted there.

Raytheon will pay Dennis his accrued vacation and any salary, bonus or other amounts due or to become due with respect to his period of employment promptly after it terminates.

Dennis also, per his contracts of October 1, 1998, as subsequently amended and supplemented, will retain his post employment entitlements, including his Post-termination Health Insurance, his Executive Retirement Benefit, his Supplemental Split-Dollar Life Insurance and any other benefits or payments provided by such agreements; and this early termination of employment will not affect such entitlement.

By our signatures below, each of us represents that we have obtained all required authority and approval to enter into this agreement on behalf of our respective clients.

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

Thomas D. Hyde, Esq.
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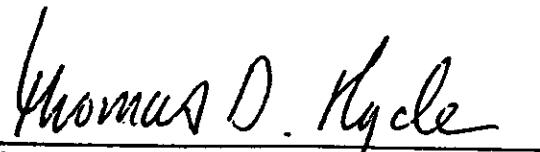
We greatly appreciate Mr. Burnham's and your consideration regarding this transition.

Sincerely,



Robert M. Gault

CONFIRMED AND AGREED:



Thomas D. Hyde, General Counsel
Raytheon Company

RMG:emh

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cc: Keith Peden
Diane Avellar